

**REFUNDING BOND RESOLUTION  
WWTP IMPROVEMENTS PROJECT**

A meeting of the Board of Trustees of the Village of Middleburgh, Schoharie County, New York was convened in public session at 323 Main Street in the Village of Middleburgh, New York on Monday, July 1, 2024 at 7:00 o'clock PM local time.

The meeting was called to order by the Mayor and, upon roll being called, the following members were:

**PRESENT:**

Timothy Knight	Mayor
Sheryl Adams	Deputy Mayor
Amanda Fernandez	Trustee
Robert Tinker	Trustee
Kevin Young	Trustee

**ABSENT:**

**ALSO PRESENT:**

Melanie Laraway	Clerk/Treasurer
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The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_ to wit;

**REFUNDING BOND RESOLUTION DATED JULY 1, 2024**

A RESOLUTION AUTHORIZING THE ISSUANCE OF REFUNDING BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$2,750,000 OF THE VILLAGE OF MIDDLEBURGH, SCHOHARIE COUNTY, NEW YORK, PURSUANT TO THE LOCAL FINANCE LAW AND PROVIDING FOR OTHER MATTERS IN RELATION THERETO.

WHEREAS, the Village of Middleburgh, Schoharie County, New York (the "Village") heretofore issued its \$2,618,000 original aggregate principal amount General Obligation (Statutory Installment) Bond, 2023 (the "Prior Bond") pursuant to a bond resolution adopted on April 9, 2018, and as amended on June 29, 2020 (collectively the "Bond Resolution");

WHEREAS, the Prior Bond were issued by the Village to finance the construction, reconstruction, renovation and installation of improvements to the Village wastewater treatment plant, to include, but not be limited to, the following: (i) conversion of the wastewater treatment plant into a sequencing batch reactor process plant adding an additional 100,000 gallons per day of capacity, (ii) removal of the existing control building, headworks, pumps and clarifiers, (iii) construction of a new headworks building, (iv) replacement of the existing generator, (v)

repositioning of the existing sludge press and (vi) reconstruction of the existing sewers and manholes to reduce inflow and infiltration, which shall include the acquisition and installation of equipment, machinery and apparatus, including necessary site work, for the foregoing purposes, as described in Exhibit A attached hereto;

WHEREAS, the Village desires to refund the Prior Bond, such Prior Bond being dated February 23, 2023 and maturing, or matured, in the amounts and on the dates set forth in Exhibit B attached hereto and made a part thereof;

WHEREAS, the Village desires to refund the Prior Bond by issuing certain refunding bonds and selling such bonds to the New York State Environmental Facilities Corporation (“EFC”);

WHEREAS, it would be in the public interest to refund the Prior Bond by the issuance of refunding bonds pursuant to Section 90.00 of the Local Finance Law; and

WHEREAS, such refunding will result in present value savings in debt service;

BE IT RESOLVED, by the Board of Trustees of the Village (by the favorable vote of not less than two-thirds of all the members of the Board) as follows:

SECTION 1. For the object or purpose of refunding all or a portion of the outstanding principal balance of the Prior Bond, including providing moneys which shall be sufficient to pay (A) the principal amount of the Prior Bond and (B) the costs and expenses incidental to the issuance of the refunding bonds herein authorized, including, but not limited to, the development of the refunding financial plan, as hereinafter defined, and the fees and costs of EFC, there are hereby authorized to be issued the General Obligation Serial Refunding Bonds, Series 2024 of the Village in an aggregate principal amount not to exceed \$2,750,000 pursuant to the provisions of Section 90.00 of the Local Finance Law (the “Refunding Bonds”), it being anticipated that the amount of Refunding Bonds actually to be issued will be approximately \$2,618,000, as described in Section 4 hereof. The Refunding Bonds shall be dated such date as shall hereafter be determined by the Mayor pursuant to Section 4 hereof, shall be in the denomination of \$100 or any integral multiple thereof not exceeding the principal amount of each respective maturity and shall mature annually and shall bear interest semi-annually thereafter on such dates as shall be determined by the Mayor pursuant to Section 4 hereof, at the rate or rates of interest per annum as may be necessary to sell the same, all as shall be determined by the Mayor.

SECTION 2. The Refunding Bonds shall be executed in the name of the Village by the manual or facsimile signature of the Mayor, and a facsimile of its corporate seal shall be imprinted thereon and attested by the Village Clerk. The Refunding Bonds shall contain the recital required by Section 90.00(g)(4) of the Local Finance Law and the recital of validity clause provided for in Section 52.00 of the Local Finance Law and shall otherwise be in such form and contain such recitals, as the Mayor shall determine.

SECTION 3. It is hereby determined that:

(A) The maximum amount of the Refunding Bonds authorized to be issued pursuant to this resolution does not exceed the limitation imposed by Section 90.10(b)(1) of the Local Finance Law;

(B) The maximum period of probable usefulness permitted by law at the time of the issuance of the Prior Bond for the object or purpose for which the Prior Bond was issued is as shown upon Exhibit A;

(C) The last installment of the Refunding Bonds will mature not later than the expiration of the maximum period of probable usefulness of the object or purpose for which the Prior Bond was issued, or in the alternative, the weighted average remaining period of probable usefulness of the object or purpose (or class of object or purpose) financed with the Prior Bond or the weighted average remaining period of probable usefulness of all objects or purposes (or classes of objects or purposes) financed with the Prior Bond, in accordance with the provisions of Sections 90.00(a)(1) or 90.00 (b-1) of the Local Finance Law; and

(D) The estimated present value of the total debt service savings anticipated as a result of the issuance of the Refunding Bonds, computed in accordance with the provisions of Section 90.10(b)(2)(c) of the Local Finance Law, is as shown in the Refunding Financial Plan described in Section 4 hereof.

SECTION 4. The financial plan for the refunding authorized by this resolution (the "Refunding Financial Plan"), showing the sources and amounts of all moneys required to accomplish such refunding, the estimated present value of the total debt service savings and the basis for the computation of the aforesaid estimated present value of total debt service savings, are set forth in Exhibit C attached hereto and made a part of this resolution. The Refunding Financial Plan has been prepared based upon the assumption that the Refunding Bonds will be issued in the principal amount of \$2,618,000 and that the Refunding Bonds will mature, be of such terms, and bear interest as set forth in Exhibit C. This Board of Trustees recognizes that the amount of the Refunding Bonds, and the maturities, terms, and interest rate and rates borne by the Refunding Bonds to be issued by the Village will most probably be different from such assumptions and that the Refunding Financial Plan will also most probably be different from that attached hereto as Exhibit C. The Mayor is hereby authorized and directed to determine the amount of the Prior Bond to be refunded, the amount of the Refunding Bonds to be issued, the date of such bonds and the date of issue, maturities and terms thereof, the provisions relating to any redemption of Refunding Bonds prior to maturity, the terms of the private sale of the Refunding Bonds to EFC, including the form, terms and conditions of the SRF Project Financing Agreement to be prepared by EFC, the amount of the annual installments of the Refunding Bonds to be paid pursuant to Section 90.00(b-1) of the Local Finance Law, whether the Refunding Bonds shall be sold at a discount in the manner authorized by Section 57.00(e) of the Local Finance Law, and the rate or rates of interest to be borne thereby, and to prepare, or cause to be provided, a final Refunding Financial Plan for the Refunding Bonds, and all powers in connection therewith are hereby delegated to the Mayor; provided, that the terms of the Refunding Bonds to be issued, including the rate or rates of interest borne thereby, shall comply with the requirements of Section 90.10 of the Local Finance Law. The Mayor shall file a copy of his certificate determining the details of the Refunding Bonds and the final Refunding Financial

Plan with the Village Clerk not later than ten (10) days after the delivery of the Refunding Bonds, as herein provided.

SECTION 5. The faith and credit of said Village are hereby irrevocably pledged for the payment of the principal of and interest on the Refunding Bonds as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on such bonds becoming due and payable in such year. There shall annually be levied on all the taxable real property of said Village a tax sufficient to pay the principal of and interest on such bonds as the same become due and payable.

SECTION 6. All of the proceeds from the sale of the Refunding Bonds, including the premium, if any, but excluding accrued interest thereon, shall immediately upon receipt thereof be applied by the Village to currently refund the Prior Bond. Accrued interest, if any, on the Refunding Bonds shall be paid to the Village to be expended to pay interest on the Refunding Bonds on the next bond payment date of such Refunding Bonds.

SECTION 7. The Mayor is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the Refunding Bonds, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and, if applicable, to designate the Refunding Bonds authorized by this resolution as "qualified tax-exempt bonds" in accordance with Section 265 of the Code.

SECTION 8. The Mayor is further authorized to enter into a continuing disclosure agreement with the initial purchaser of the bonds authorized by this resolution, if required, containing provisions which are satisfactory to such purchaser in compliance with the provisions of Rule 15c2-12, promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

SECTION 9. The Village hereby determines that the issuance of the Refunding Bonds is a Type II action that will not have a significant effect on the environment and, therefore, no other determination or procedures under the State Environmental Quality Review Act ("SEQR") is required.

SECTION 10. Subject to compliance with the provisions of Local Finance Law Section 90.00, the Refunding Bonds shall be sold at private sale to EFC and the Mayor is hereby authorized to negotiate for such private sale. Subject to compliance with Sections 90.00 and 90.10 of the Local Finance Law and other applicable provisions of the Local Finance Law, the Mayor is hereby authorized to execute and deliver in the name and on behalf of the Village the SRF Project Financing Agreement for the Refunding Bonds providing the terms and conditions for the sale and delivery of the Refunding Bonds. After the Refunding Bonds have been duly executed, they shall be delivered by the Mayor in accordance with said SRF Project Financing Agreement upon the receipt by the Village of said purchase price, including accrued interest.

SECTION 11. The Mayor and the Village Clerk and all other officers, employees and agents of the Village are hereby authorized and directed for and on behalf of the Village to execute and deliver all certificates and other documents, perform all acts and do all things required or contemplated to be executed, performed or done by this resolution or any document

or agreement approved hereby, including, but not limited to, the SRF Project Financing Agreement.

SECTION 12. All other matters pertaining to the terms and issuance of the Refunding Bonds shall be determined by the Mayor and all powers in connection therewith are hereby delegated to the Mayor.

SECTION 13. The validity of the Refunding Bonds may be contested only if:

(1) (a) Such obligations are authorized for an object or purpose for which said Village is not authorized to expend money, or

(b) The provisions of law which should be complied with at the date of publication of this resolution are not substantially complied with,

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or

(2) Said obligations are authorized in violation of the provisions of the Constitution of New York.

SECTION 14. The Village Clerk is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of said Local Finance Law, in the official newspaper of said Village for such publication.

SECTION 15. This resolution shall take effect immediately upon its adoption.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

Timothy Knight	VOTING	_____
Sheryl Adams	VOTING	_____
Amanda Fernandez	VOTING	_____
Robert Tinker	VOTING	_____
Kevin Young	VOTING	_____

The foregoing resolution was thereupon declared duly adopted.

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) She is the duly qualified and acting Clerk of the Village of Middleburgh, New York (hereinafter called the “Village”) and the custodian of the records of the Village, including the minutes of the proceedings of the Board of Trustees; and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Board of Trustees held on the 1st day of July, 2024 and entitled:

A RESOLUTION AUTHORIZING THE ISSUANCE OF REFUNDING BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$2,750,000 OF THE VILLAGE OF MIDDLEBURGH, SCHOHARIE COUNTY, NEW YORK, PURSUANT TO THE LOCAL FINANCE LAW AND PROVIDING FOR OTHER MATTERS IN RELATION THERETO.

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the Village. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Board of Trustees was present throughout said meeting, and a legally sufficient number of members (2/3 of the Board of Trustees) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, said regulations, or otherwise, incident to said meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

(4) The seal appearing below constitutes the official seal of the Village and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this \_\_\_ day of July, 2024.

(SEAL)

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Melanie Laraway  
Village Clerk

## NOTICE OF BOND RESOLUTION

NOTICE IS HEREBY GIVEN that the resolution published herewith has been adopted for the Board of Trustees of the Village of Middleburgh, Schoharie County, on the 1st day of July, 2024 and the validity of the obligations authorized by such resolution may be hereafter contested only if:

(1) (a) such obligations were authorized for an object or purpose for which the Village is not authorized to expend money or

(b) if the provisions of law which should have been complied with as of the date of publication of this notice were not substantially complied with

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of publication of this notice; or

(2) such obligations were authorized in violation of the provisions of the Constitution of New York.

## SUMMARY OF RESOLUTION

The following is a summary of a resolution adopted by the Board of Trustees of the Village of Middleburgh, New York (the "Village") on July 1, 2024. Said resolution authorizes the issuance and sale of a refunding serial bond or bonds (the "Refunding Bonds") and sale of the Refunding Bonds in an amount not to exceed \$2,750,000. The proceeds from the sale of the Refunding Bonds shall be used for the specific purpose of currently refunding certain general obligation (serial) bond of the Village issued in 2023 (the "Prior Bond"). The Refunding Bonds are being issued in accordance with the terms of a financial plan (the "Financial Plan") prepared for the Village. The Prior Bond was issued for the specific purpose of financing the construction, reconstruction, renovation and installation of improvements to the Village wastewater treatment plant. The period of probable usefulness for said purpose was forty (40) years. Copies of the resolution summarized herein and the Financial Plan are available for public inspection during normal business hours at the Office of the Village Clerk, Middleburgh, New York.

EXHIBIT A

DESCRIPTION OF OBJECT AND PURPOSE

<u>Date of Bond Resolution</u>	<u>Object or Purpose</u>	<u>Amount</u>	<u>Period of Probable Usefulness</u>
April 9, 2018, and as amended on June 29, 2020	construction, reconstruction, renovation and installation of improvements to the Village wastewater treatment plant	\$5,700,000	40 Yrs.



EXHIBIT B

DESCRIPTION OF PAYMENT DATES  
AND PRINCIPAL PAYMENTS

Original Principal Amount:	\$2,618,000
Interest Rate:	2.375% per annum
Interest Payment Dates	June 1, 2023 and each December 1 and June 1 in the years 2023 through 2060, both inclusive
Present Value Savings	The gross savings of the Village pursuant to the issuance of the Refunding Bonds shall be equal to the amount of the remaining interest on the Prior Bond accruing at 2.375% per annum, because the interest rate on the Refunding Bonds will be equal to 0%. The exact amount of present value savings will be determined once the structure of the Refunding Bonds is finalized.

EXHIBIT C

REFUNDING FINANCIAL PLAN

The refunding plan is briefly described as follows:

Principal Amount:	\$2,618,000(estimated)
Interest Rate:	0% per annum
Principal Payments:	Annual payment dates and a maturity date of not to exceed 30 years from the original issuance date of the Refunding Bonds, amortization will be based on a schedule approved by the Mayor.